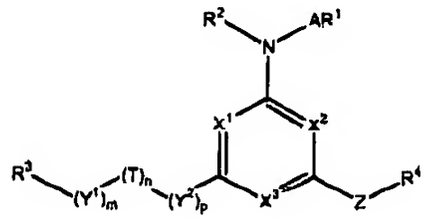
APPENDIX B

Clean Set Of All Pending Application Claims

1. (Once amended) A method of treating a disease state in a mammal that is alleviable by treatment with an agent capable of increasing ABCA-1 expression, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound of the Formula I:



Formula I

wherein:

m, n and p are independently 0 or 1;

A is $-C(Z^1)-$, $-C(Z^1)-NH-$, SO_2, or a covalent bond;

where Z^1 is oxygen or sulfur;

R^1 is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^2 is hydrogen , alkyl, or cycloalkyl; or

R^1, R^2 and A when taken together with the nitrogen atom to which they are attached form a nitrogen bearing heterocycle;

R^3 is optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^4 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

T is $-O-$, $-S(O)_q$, or $-NR^5-$;

in which q is 0, 1, or 2, and R^5 is hydrogen, optionally substituted alkyl, optionally substituted cycl alkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

X^1, X^2, and X^3 nitrogen;
Y^1 is lower alkylene or carbonyl;
Y^2 is lower alkylene or oxygen; and
Z is sulfur, oxygen, or $-NR^5-$.

3. (Once amended) The method of claim 1, wherein R^2 is hydrogen, R^4 is optionally substituted alkyl and Z is sulfur.

4. The method of claim 3, wherein R^3 is optionally substituted aryl or optionally substituted heteroaryl,

5. The method of claim 4, wherein m is 0, n is 1, and p is 1.

6. The method of claim 5, wherein A is a covalent bond, and R^1 is hydrogen.

7. The method of claim 6, wherein R^3 is optionally substituted phenyl and Y^2 is methylene.

8. The method of claim 7, wherein R^4 is alkyl of 1-8 carbon atoms and T is oxygen.

9. (Once amended) The method of claim 8, wherein R^3 is 4-t-butylphenyl and R^4 is methyl, namely 6-{[4-(tert-butyl)phenoxy]methyl}-4-methylthio-1,3,5-triazine-2-ylamine.

10. The method of claim 8, wherein R^3 is 4-t-butylphenyl and R^4 is n-pentyl, namely 6-{[4-(tert-butyl)phenoxy]methyl}-4-pentylthio-1,3,5-triazine-2-ylamine.

11. The method of claim 7, wherein R^4 is alkyl of 1-8 carbon atoms and T is oxygen.

12. The method of claim 11, wherein R^3 is 3-chlorophenyl, R^4 is methyl, and R^5 is hydrogen, namely 4-[(3-chlor phenylamino)methyl]-6-methylthio-[1,3,5]triazin-2-ylamine.

13. The method of claim 11, wherein R^3 is 2,4-dimethoxyphenyl, R^4 is methyl, and R^5 is hydrogen, namely N-{[(3,5-dimethoxyphenyl]aminomethyl}-4-methylthio-1,3,5-triazine-2-ylamine;

28. (Once amended) A method for treating a disease or condition in a mammal that can be treated with a compound that elevates serum levels of HDL cholesterol, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound of claim 1.

29. The method of claim 28, wherein the disease state or condition is coronary artery disease or atherosclerosis.

30. (Once amended) A method for treating a disease or condition in a mammal related to low HDL cholesterol levels, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound of claim 1.

31. The method of claim 30, wherein the disease state or condition is coronary artery disease or atherosclerosis.

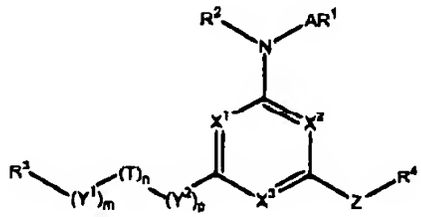
32. (Once amended) A method for treating a disease or condition in a mammal that can be treated with a compound that promotes cholesterol efflux from cells, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound of claim 1.

33. The method of claim 32, wherein the disease state or condition is coronary artery disease or atherosclerosis.

34. (Once amended) A method for treating a condition related to coronary artery disease in a mammal that can be treated with a combination of a compound that elevates serum levels of HDL cholesterol and a compound that lowers LDL cholesterol, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound of claim 1 and a compound that lowers LDL cholesterol.

35. The method of claim 34, wherein the LDL cholesterol lowering compound is chosen from clofibrate, gemfibrozil, and fenofibrate, nicotinic acid, mevinolin, mevastatin, pravastatin, simvastatin, fluvastatin, lovastatin, cholestyrine, colestipol and probucol.

36. (Once amended) A compound of the Formula I:



Formula I

wherein:

m, n and p are independently 0 or 1;

A is $-C(Z^1)-$, $-C(Z^1)-NH-$, SO_2, or a covalent bond;

where Z^1 is oxygen or sulfur;

R^1 is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^2 is hydrogen , alkyl, or cycloalkyl; or

R^1, R^2 and A when taken together with the nitrogen atom to which they are attached form a nitrogen bearing heterocycle;

R^3 is optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

R^4 is hydrogen, optionally substituted alkyl, optionally substituted cycl alkyl, optionally substituted heterocyclyl, ptionally substituted aryl, or ptionally substituted heteroaryl;

T is -O-, $-S(O)_q$, or $-NR^5-$;

in which q is 0, 1, or 2, and R^5 is hydrogen, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl;

X^1, X^2, and X^3 are nitrogen;

Y^1 is lower alkylene or carbonyl;

Y^2 is lower alkylene or oxygen; and

Z is sulfur, oxygen, or $-NR^5-$.

with the proviso that when A is a covalent bond, R^1 and R^2 are both hydrogen, and Z is -NH-, m, n, and p cannot all be 0; and

when m is 0, Y^2 is methylene, and Z is -NH-, R^3 cannot be lower alkyl; and

when Z is -NH-, R^4 cannot be phenylethyl; and

when A is a covalent bond, R^1 and R^2 are both hydrogen, Y^2 is methylene, and R^4 is methyl or ethyl, R^3 cannot be lower alkyl or unsubstituted phenyl; and

when A is a covalent bond, R^1 and R^2 are both hydrogen, T is oxygen, Z is nitrogen, and Y^2 is methylene, R^4 cannot be cycloalkyl or unsubstituted phenyl.

38. The compound of claim 37, wherein R^2 is hydrogen, R^4 is optionally substituted alkyl and Z is sulfur.

39. The compound of claim 38, wherein R^3 is optionally substituted aryl or optionally substituted heteroaryl.

40. The compound of claim 39, wherein m is 0, n is 1, and p is 1.

41. The compound of claim 40, wherein A is a covalent bond, and R^1 is hydrogen.

42. The compound f claim 41, wherein R^3 is optionally substituted phenyl and Y^2 is methylene.

43. The compound of claim 42, wherein R^4 is alkyl of 1-8 carbon atoms and T is oxygen.

44. (Once amended) The compound of claim 43, wherein R^3 is 4-t-butylphenyl and R^4 is methyl, namely 6-{[4-(tert-butyl)phenoxy]methyl}-4-methylthio-1,3,5-triazine-2-ylamine.

62. (Once amended) The method of claim 1 wherein the therapeutically effective dose includes at least one pharmaceutically acceptable excipient.

63. A pharmaceutical composition comprising at least one pharmaceutically acceptable excipient and a therapeutically effective amount of a compound of claim 36.